

## TOD'S S.P.A.

SHARE CAPITAL: EURO 66,187,078 FULLY PAID-UP  
REGISTERED OFFICE: SANT'ELPIDIO A MARE (FM) – VIA FILIPPO DELLA VALLE NO. 1  
TAX CODE AND FERMO REGISTER OF COMPANIES NO. : 01113570442

### NOTICE OF CALL FOR THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting is hereby convened at the Company's registered office located in Sant'Elpidio a Mare (in the province of Fermo), at Via Filippo Della Valle no. 1, on first call on **18 April 2019** at **11:00 a.m.** and, if necessary, on second call on 29 April 2019, at the same time and place, in order to pass resolutions on the following

#### AGENDA

1. *Financial Statements at 31.12.2018; Directors' Report on Operations; Board of Statutory Auditors' and Independent Auditors' Reports; allocation of profits; any related and consequent resolutions.*
2. *Authorisation of the purchase and disposition of own shares pursuant to Articles 2357 and ff. of the Italian Civil Code, as well as Article 132 of Legislative Decree no. 58 of 24 February 1998, subject to the prior revocation of the resolution passed by the Shareholders' Meeting on 19 April 2018 for what has not been used; any related and consequent resolutions.*
3. *Remuneration Report pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998; any related and consequent resolutions.*
4. *Renewal of the Board of Statutory Auditors for the three-year period 2019-2021; fixing of related fees; any related and consequent resolutions.*

#### ENTITLEMENT TO ATTEND, AND VOTE AT, THE SHAREHOLDERS' MEETING

The persons who will be entitled to attend and vote at the Shareholders' Meeting will be those for whom the authorized intermediaries have given the required notice to the Company, attesting the entitlement to the right at the end of the day falling on **9 April 2019**, i.e. the **record date**. Those persons who become shareholders after said date will not be entitled to attend and vote at the Shareholders' Meeting.

For any information regarding (i) the modalities to attend the meeting (also by proxy), (ii) the right to ask questions on the matters listed on the agenda and (iii) the right to require the amendment of the list of matters to be discussed as well as to propose a further resolution, please make reference to the full version of the notice of call made available to the public in the Company's website ([www.todsgroup.com](http://www.todsgroup.com)), as well as in the authorised storage system 1info ([www.1info.it](http://www.1info.it)).

#### PRESENTATION OF LISTS FOR THE APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

With reference to item 4 on the agenda, it should be noted that the appointment of the Board of Statutory Auditors shall be made on the basis of lists of candidates, which shall be filed with the Company's registered office by **25 March 2019**, by as many Shareholders

representing at least **1%** of the ordinary share capital, with the modalities indicated in the full version of the notice of call and in the Management Report on the agenda of the Shareholders' Meeting pursuant to Art. 125-*ter* of Legislative Decree 58/98, made available at the Company registered office, on its institutional website [www.todsgroup.com](http://www.todsgroup.com) and on the authorized storage system 1info at [www.1info.it](http://www.1info.it).

Should only one list have been presented by this deadline, or only lists presented by Shareholders that are connected with each other, additional lists may be presented until **28 March 2019** by as many shareholders representing (**0.5%**) of the share capital.

#### INFORMATION DOCUMENT

The Annual Financial Report at 31.12.2018 (including non-financial statement pursuant to Legislative Decree no. 254/16), the Board of Statutory Auditors' and the Independent Auditors' Reports, the Report on Corporate Governance and Ownership Structures, the Remuneration Report, as well as the lists presented for the renewal of the Board of Statutory Auditors shall be made available to the public by **28 March 2019** at the Company's registered office, in the Company's website ([www.todsgroup.com](http://www.todsgroup.com)) and in the authorised storage system 1Info ([www.1info.it](http://www.1info.it)). With the same modalities, the Report on the items on the agenda prepared pursuant to Article 125-*ter* of Legislative Decree no. 58/1998, is made available to the public.

Sant'Elpidio a Mare, 7 March 2019

For the Board of Directors  
The Chairman  
Diego Della Valle